

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

MICHAEL COTTRILL
and
LAWRENCE E. WNUKOWSKI,

Plaintiffs

v.

BRITNEY SPEARS
and
ZOMBA RECORING CORPORATION
ZOMBA ENTERPRISES, INC.
ZOMBA SONGS, INC.
and
JIVE RECORDS
and
WRIGHT ENTERTAINMNET GROUP
and
BMG MUSIC PUBLISHING, INC.,

Defendants.

CIVIL ACTION NO. 02 CV 3646

DECLARATION OF MICHAEL T. MERVIS

I, Michael T. Mervis, hereby declare as follows:

1. I am an attorney admitted to practice law in New York and Connecticut. I have been admitted *pro-hac vice* in connection with this lawsuit. I am a member of the law firm of Proskauer Rose LLP ("Proskauer") which, along with the law firm of Pepper Hamilton LLP ("Pepper Hamilton"), represents all defendants in this matter. I submit this declaration in support of defendants' motion for an award of costs and attorneys' fees in this matter, pursuant to 17 U.S.C. § 505. I have personal knowledge of the matters stated herein and, if called and sworn as a witness, could and would competently testify thereto.

2. Defendants have incurred costs and fees in the defense of this action, including in connection with the provision of professional services by Proskauer and Pepper Hamilton and the expert musicologist retained by Proskauer, Anthony Ricigliano of Donato Music Services, Inc. ("Donato"). In addition, defendants have incurred expenses in the form of charges from court reporting services for depositions that were taken by both sides in this action. Although Pepper Hamilton provided extremely valuable professional services to defendants in this case, in consideration and anticipation of a claim by plaintiffs that they have limited financial means, defendants do not seek an award of the fees and costs attributable to services provided by Pepper Hamilton. Likewise, although the hourly rates charged by Proskauer are, in my experience, customary of those charged by competitor firms in cases of this nature and in light of the experience of the attorneys involved, for the same reason defendants are only seeking 70% of the amount of fees billed by Proskauer on this matter through April 30, 2003. Defendants have made this adjustment in recognition of the lower hourly rates charged by Pepper Hamilton and other attorneys in Philadelphia of roughly comparable experience for matters of this nature.¹ Also for this reason, defendants are not seeking an award of any of the costs and disbursements billed by Proskauer, or the fees that will soon be billed by Proskauer for professional services rendered through May 31, 2003.

3. The amounts thus sought by defendants on this motion are as follows:

¹ My hourly rate is approximately 25% higher than the hourly rate charged by Pepper Hamilton for the services of a partner of comparable seniority. The hourly rates of the primary Proskauer associates who worked on this matter are approximately 35% higher than the hourly rates charged by Pepper Hamilton for the services of associates with comparable seniority.

Proskauer Fees (with a 30% reduction): \$116,083.63

Donato Fees: \$21,885²

Court Reporting Fees: \$3,587.42

Total Amount Sought: \$141,556.05

4. Attached hereto collectively as Exhibit 1 are true and correct copies of invoices and supporting time records submitted by Proskauer to defendants. In order to avoid the possible waiver of attorney work product and/or the attorney-client privilege, we have redacted certain portions of the descriptions in the time records.

5. Attached hereto collectively as Exhibit 2 are true and correct copies of invoices submitted by Donato for services rendered by Mr. Ricigliano in connection with this case.

6. Attached hereto collectively as Exhibit 3 are true and correct copies of invoices submitted by court reporting services for depositions that were taken in this case.

7. During the course of this action, I and other Proskauer attorneys and support staff performed a substantial, but necessary, amount of work in connection with the defense of plaintiffs' claims. This work included, among other things: review and analysis of plaintiffs' complaint; preparation of defendants' answer to the complaint; legal research concerning the claims advanced by plaintiffs in their complaint; correspondence and discussions with defendants and/or their representatives, Vincent Carissimi of Pepper Hamilton, and plaintiffs' counsel; review and analysis of, and preparation of responses to, plaintiffs' discovery requests, including the review and production of documents in response to plaintiffs' discovery requests; preparation of defendants' discovery requests to plaintiffs and review and analysis of plaintiffs' responses and documents produced by plaintiffs; review and analysis of the extensive and esoteric reports prepared by plaintiffs' purported expert musicologist, J. Marshall Bevil;

² Included in this amount is \$1,500.00 charged by Donato for the deposition of Mr. Ricigliano taken by plaintiffs. Pursuant to Fed. R. Civ. P. 26(b) (4), this amount should be paid by plaintiffs in all events.

consultation with Mr. Ricigliano concerning Dr. Bevil's reports and the preparation of Mr. Ricigliano's expert reports; preparation for and participation in the depositions of six fact witnesses and two expert witnesses; preparation of defendants' summary judgment motion, preparation for and participation in oral argument on the motion, and preparation of defendants' supplemental filing in support of the summary judgment motion.

8. Proskauer has, in the past, represented the Zomba defendants, as well as the BMG defendant and many of its affiliates, in many litigation matters throughout the United States. Our firm is, in fact, among the principal outside litigation counsel for Zomba and BMG-affiliated companies.

9. I was the Proskauer lawyer principally responsible for the defense of plaintiffs' claims. I received my J.D. degree from New York University in 1990. My practice includes a concentration in the areas of music industry and intellectual property litigation. I have represented many different clients within the music industry, including record companies, music publishing companies, recording artists, record producers and song writers. I have represented such clients in connection with copyright litigation, and have also represented clients outside of the music industry in numerous copyright cases. As noted, I am admitted to practice in New York and Connecticut, as well as the United States Court of Appeals for the Second Circuit and the United States District Courts for the Southern and Eastern Districts of New York.

10. I was principally assisted in this matter by two Proskauer associates, Jenifer deWolf Paine and Justin Peacock. Ms. Paine received her J.D. degree from Northeastern Universal School of Law in 1994. Her practice is concentrated almost exclusively in the area of intellectual property, including the litigation of copyright cases. She has represented many different clients in the music industry, including in connection with copyright litigation, and

has also represented clients outside of the music industry in numerous copyright cases. Ms. Paine is admitted to practice in New York, Massachusetts, and California, and is also admitted to the United States District Court for the Southern District of New York and the District of Massachusetts, and the Federal Court of Claims. Mr. Peacock received his J.D. degree from Yale Law School in 2002. Mr. Peacock has significant musical training, including the ability to read musical notation. Although he is a fairly junior associate, prior to law school Mr. Peacock had significant professional responsibility for copyright issues while working for a major news organization.

11. Also, in the early stages of the litigation (and prior to the participation of Ms. Paine or Mr. Peacock), I was assisted by Robert Eddington, a then associate. Mr. Eddington subsequently left the practice of law to pursue a career as a concert organist. While at Proskauer, Mr. Eddington's practice was focused on the litigation of intellectual property disputes, including copyright cases. Finally, Anthony Wladyka, an associate who received his J.D. degree from New York University in 2001, devoted a few hours to a discrete legal research assignment.

12. The hourly rates charged by Proskauer in this case were in line with the rates typically charged to clients of the firm and, based on my experience with competitor firms, I believe those charged by other New York City area law firms engaged in similar practices. Based on my experience in litigating matters of this nature, I believe that the time devoted by Proskauer attorneys in this matter was reasonable and necessary given the nature and demands of the case, including the necessary activities described in paragraph 7 above.

13. Attached hereto collectively as Exhibit 4 are true and correct copies of pages containing the "liner notes" to Britney Spears' "Oops . . . I Did It Again" CD.

14. Attached hereto as Exhibit 5 is a true and correct copy of a newspaper article that was published in *The Philadelphia Daily News* on June 7, 2002.

15. Attached hereto as Exhibit 6 is a true and correct copy of a page from the internet web site of the law firm Bochetto & Lentz, P.C., <http://www.bochettoandlentz.com/news.html>, which I last visited on June 4, 2003.

16. Attached hereto as Exhibit 7 is a true and correct copy of a motion (with supporting papers) filed by plaintiffs in this case on June 18, 2002.

17. Attached collectively hereto as Exhibit 8 are true and correct copies of pages from the transcript of the deposition of plaintiff Michael Cottrill, which was taken on February 13, 2003.

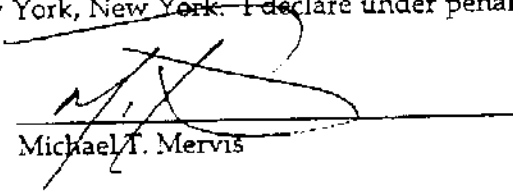
18. Attached hereto as Exhibit 9 is a true and correct copy of a page from the transcript of the deposition of J. Marshall Bevil, which was taken on April 7, 2003.

19. Attached hereto as Exhibit 10 is a true and correct copy of a letter from Gavin Lentz to J. Marshall Bevil, dated October 17, 2002, which was produced by plaintiffs in discovery.

20. Attached collectively hereto as Exhibit 11 are true and correct copies of pages from the transcript of the deposition of William Kahn, which was taken on January 27, 2003.

21. Attached hereto as Exhibit 12 are true and correct copies of printouts from web sites about the songwriters and producers of the two Britney Spears songs plaintiffs alleged infringed their song.

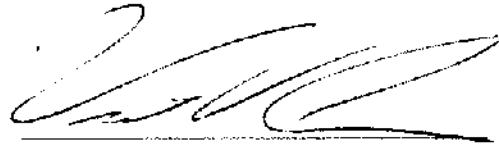
Executed this 5th day of June, 2003 in New York, New York. I declare under penalty of perjury that the foregoing is true and correct.


Michael T. Mervis

CERTIFICATE OF SERVICE

I, Vincent V. Carissimi, hereby certify that on June 5, 2003, I caused a true and correct copy of the foregoing Declaration of Michael T. Mervis and accompanying Exhibits to be served by Hand Delivery addressed to:

Gavin Lentz, Esquire
Bochetto & Lentz, P.C.
1524 Locust Street
Philadelphia, PA 19102

A handwritten signature in black ink, appearing to read 'V. Carissimi', written over a horizontal line.

Vincent V. Carissimi

EXHIBIT 1

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036

467885
August 14, 2002

ATTENTION: DEIDRE M. MCDONALD

ZOMBA ENTERPRISES, INC.
137-139 West 25th Street
New York, NY 10001
ATTENTION: WADE LEAK, Esq.

PROSKAUER ROSE LLP 1585 Broadway
New York, NY 10036-8299 Employer identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR PROFESSIONAL SERVICES RENDERED for the month ending July 31, 2002

FEES: 2,443.75

OUT-OF-POCKET DISBURSEMENTS AND OTHER
MISCELLANEOUS CHARGES POSTED THROUGH JULY 31, 2002 55.48

TOTAL \$2,499.23

FOR YOUR CONVENIENCE YOU MAY WIRE PAYMENT TO:
CITIBANK, N.A., 111 WALL STREET, NEW YORK NY 10005
ACCOUNT NO. 02838341
ABA NO. 021-000089

PROSKAUER ROSE LLP
 CAREERS-BMG MUSIC PUBLISHING, INC.
 Matter: COTTRILL V. SPEARS

August 14, 2002
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DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/25/2002	MERVIS, MICHAEL T.	Review papers in support of plaintiffs' motion to take accelerated deposition of B. Spears and telephone conferences and correspondence w/ and V. Carissini re: same	1.25	531.25
06/26/2002	MERVIS, MICHAEL T.	Telephone conference w/	.25	106.25
06/27/2002	MERVIS, MICHAEL T.	Review complaint and correspondence from plaintiffs' counsel	1.25	531.25
07/17/2002	MERVIS, MICHAEL T.		.75	318.75
07/18/2002	MERVIS, MICHAEL T.	and . re: strategy issues	.50	212.50
07/23/2002	MERVIS, MICHAEL T.	Telephone conference w/ , telephone conference and correspondence w/ T. Ricigliano; correspondence to client representatives	.75	318.75
07/25/2002	MERVIS, MICHAEL T.	Telephone conference w/ T. Ricigliano and correspondence to clients re: same;	.50	212.50
07/26/2002	MERVIS, MICHAEL T.	Telephone conference w/ plaintiffs' counsel and correspondence to client representatives re: same	.50	212.50

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MICHAEL T. MERVIS	5.75	425.00	2,443.75
TOTAL FOR PARTNER	5.75		2,443.75

MATTER TOTAL	5.75	2,443.75
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DISBURSEMENTS AND CHARGES

<u>DESCRIPTION:</u>	<u>AMOUNT</u>
LONG DISTANCE TELEPHONE	1.35
CASSETTE-CD TRANSFER	54.13
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$ 55.48

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036

473650
September 23, 2002

ATTENTION: DEIDRE M. MCDONALD

cc: ZOMBA ENTERPRISES, INC.
137-139 West 25th Street
New York, NY 10001
Attn: Wade Leak, Esq.

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE MONTH ENDED AUGUST 31, 2002
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,180.00
DISBURSEMENTS AND CHARGES:	\$87.69
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TOTAL DUE:	\$6,267.69

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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September 23, 2002

DETAIL DESCRIPTION OF SERVICES RENDERED:

DATE	DESCRIPTION		AMOUNT
08/02/02	Review and revise stipulation re: time to respond to complaint; telephone conference w/ T. Ricigliano; draft letter to plaintiffs' counsel confirming answer date and requesting musicological analysis PARTNER: MICHAEL T. MERVIS	1.00	425.00
08/05/02	Review correspondence from plaintiff's counsel and draft response to same PARTNER: MICHAEL T. MERVIS	.75	318.75
08/12/02	Pulled and reviewed case from 11th Cir. re ASSOCIATE: ROBERT J. EDDINGTON	.75	236.25
08/12/02	Review correspondence from G. Bochetto and draft correspondence in response to same PARTNER: MICHAEL T. MERVIS	.25	106.25
08/15/02	Consider strategy issues; telephone conference w/ W. Hart re: copyright legal issues PARTNER: MICHAEL T. MERVIS	1.25	531.25
08/16/02	Discussed complaint/answer with M. Mervis. ASSOCIATE: ROBERT J. EDDINGTON	.25	78.75
08/16/02	Telephone conference w/ client representatives re: strategy issues and investigation; conference w/ R. Eddington re: background of case and assignment to draft answer; correspondence to V. Carisimmi re: PARTNER: MICHAEL T. MERVIS	1.25	531.25
08/19/02	Reviewed complaint, drafted answer to same. ASSOCIATE: ROBERT J. EDDINGTON	4.25	1338.75

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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September 23, 2002

08/20/02	Drafted/revised answer, reviewed same ASSOCIATE: ROBERT J. EDDINGTON	2.00	630.00
08/21/02	Revised/reviewed draft answer, circulated same to M. Mervis ASSOCIATE: ROBERT J. EDDINGTON	2.25	706.75
08/26/02	Work on answer PARTNER: MICHAEL T. MERVIS	1.75	743.75
08/29/02	Telephone conference w/ and review comments from . re: answer and respond to same PARTNER: MICHAEL T. MERVIS	.75	316.75
08/30/02	Correspondence to and v. Carissimi PARTNER: MICHAEL T. MERVIS	.50	212.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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September 23, 2002

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MICHAEL T. MERVIS	7.50	425.00	3,187.50
TOTAL FOR PARTNER	7.50		3,187.50
ROBERT J. EDDINGTON	9.50	315.00	2,992.50
TOTAL FOR ASSOCIATE	9.50		2,992.50
MATTER TOTAL:	17.00		\$6,180.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
COPYING & PRINTING	10.00
FAX	34.00
FOOD	17.70
LEXIS	.00
OTHER EXPENSES	20.56
TELEPHONE	5.43
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$87.69

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036

480765
November 12, 2002

ATTENTION: DEIDRE M. MCDONALD

ZOMBA ENTERPRISES, INC.
137-139 WEST 25TH STREET
NEW YORK, NY 10001
ATTN: WADE LEAK ESQ.

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE MONTH ENDED OCTOBER 31, 2002
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$8,142.50
DISBURSEMENTS AND CHARGES:	\$1,192.14
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TOTAL DUE:	\$9,334.64

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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November 12, 2002

DETAIL DESCRIPTION OF SERVICES RENDERED:

DATE	DESCRIPTION		AMOUNT
09/01/02	Revise answer and correspondence to client representatives re: same PARTNER: MICHAEL T. MERVIS	1.00	425.00
09/04/02	Telephone conferences w/ and V. Carissimi re: PARTNER: MICHAEL T. MERVIS	re: answer .25	106.25
09/05/02	Finalize answer and correspondence re: same and brief telephone conference w/ PARTNER: MICHAEL T. MERVIS	re: same 1.00	425.00
09/19/02	Telephone conference w/ re: PARTNER: MICHAEL T. MERVIS	and .25	106.25
09/26/02	Draft letter to plaintiffs' counsel proposing phased discovery PARTNER: MICHAEL T. MERVIS	.75	318.75
09/27/02	Correspondence to plaintiffs' counsel re: discovery plan; correspondence to clients re: ; brief review of plaintiffs' discovery demands PARTNER: MICHAEL T. MERVIS	.50	212.50
10/02/02	Telephone conference plaintiff's counsel re: discovery plan and correspondence to client representatives re: PARTNER: MICHAEL T. MERVIS	.25	106.25
10/07/02	Reviewed and drafted discovery requests. ASSOCIATE: ROBERT J. EDDINGTON	1.25	393.75

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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November 12, 2002

10/07/02	Prepare for Rule 26(f) meeting of counsel, including review of plaintiffs' discovery demands; participate in telephonic Rule 26(f) meeting of counsel and correspondence w/ client representatives re: PARTNER: MICHAEL T. MERVIS	1.25	531.25
10/09/02	Draft joint discovery plan; draft memo to client representatives re: PARTNER: MICHAEL T. MERVIS	2.75	1168.75
10/10/02	Work on memo to client representatives re: PARTNER: MICHAEL T. MERVIS	.75	318.75
10/14/02	Review Rule 16 conference questionnaire; prepare for Rule 16 conference PARTNER: MICHAEL T. MERVIS	.25	106.25
10/16/02	Prepare for and attend Rule 16 Conference; correspondence to client representatives re: ; partial travel time between NY and Philadelphia PARTNER: MICHAEL T. MERVIS	5.75	2443.75
10/22/02	Telephone conference w/ re: discovery PARTNER: MICHAEL T. MERVIS	.25	106.25
10/26/02	Correspondence to clients re: ; PARTNER: MICHAEL T. MERVIS	.25	106.25
10/28/02	Drafted document/discovery requests. ASSOCIATE: ROBERT J. EDDINGTON	1.00	315.00
10/29/02	Review court's scheduling order; attention to discovery, including telephone conference w/ PARTNER: MICHAEL T. MERVIS	.50	212.50
10/31/02	Prepared discovery requests. ASSOCIATE: ROBERT J. EDDINGTON	1.00	315.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER: COTTRILL V. SPEARS
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November 12, 2002

10/31/02	Telephone conference w/ client representatives	1.00	425.00
	re: ; correspondence to V.		
	Carisimmi re: -		
	PARTNER: MICHAEL T. MERVIS		

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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November 12, 2002

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MICHAEL T. MERVIS	16.75	425.00	7,118.75
TOTAL FOR PARTNER	16.75		7,118.75
ROBERT J. EDDINGTON	3.25	315.00	1,023.75
TOTAL FOR ASSOCIATE	3.25		1,023.75
MATTER TOTAL:	20.00		\$8,142.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
PROFESSIONAL SERVICES	690.00
COPYING & PRINTING	77.80
DELIVERY	68.05
FAX	106.00
FOOD	.00
OUT OF TOWN TRAVEL	213.00
TELEPHONE	29.79
LOCAL TRANSPORTATION	7.50
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1,192.14

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036
ATTENTION: DEIDRE M. MCDONALD

486151
December 20, 2002

cc: ZOMBA ENTERPRISES, INC.
137-139 West 25th Street
New York, NY 10001
Attn: Wade Leak, ESQ.

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE MONTH ENDED NOVEMBER 30, 2002
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$17,175.00
DISBURSEMENTS AND CHARGES:	\$ 509.01
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TOTAL DUE:	\$17,684.01

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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December 20, 2002

DETAIL DESCRIPTION OF SERVICES RENDERED:

DATE	DESCRIPTION		AMOUNT
11/01/02	Drafted discovery requests ASSOCIATE: ROBERT J. EDDINGTON	1.00	350.00
11/01/02	Work on defendants' document requests and interrogatories PARTNER: MICHAEL T. MERVIS	2.00	940.00
11/04/02	Draft letter to Court re: clarifications to scheduling order; review letter from plaintiffs' counsel and draft response to same PARTNER: MICHAEL T. MERVIS	1.25	587.50
11/05/02	Conf. M. Marvis re discovery issues/documents. ASSOCIATE: ROBERT J. EDDINGTON	.25	87.50
11/05/02	Telephone conference w/ T. Ricigliano; telephone conference w/ ; revise letter to Bochetto re: discovery; confer w/ R. Eddington re: objections and responses to plaintiffs' discovery demands; revise draft discovery demands to plaintiffs; draft initial disclosures PARTNER: MICHAEL T. MERVIS	2.50	1175.00
11/06/02	Drafted responses/objections to plaintiffs' discovery demands. ASSOCIATE: ROBERT J. EDDINGTON	3.25	1137.50
11/06/02	Telephone conference w/ T. Ricigliano; work on initial disclosures PARTNER: MICHAEL T. MERVIS	.50	235.00
11/07/02	Drafted/revised discovery responses/objections ASSOCIATE: ROBERT J. EDDINGTON	.50	175.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 3

December 20, 2002

11/07/02	Work on initial disclosures and telephone conferences and correspondence w/ V. Carissimi and re: same; work on confidentiality order and telephone conference and correspondence w/ V. Carissimi re: same PARTNER: MICHAEL T. MERVIS	1.50	705.00
11/09/02	Drafted objections/responses to discovery requests ASSOCIATE: ROBERT J. EDDINGTON	1.25	437.50
11/10/02	Drafted/revised objections/responses to discovery requests. ASSOCIATE: ROBERT J. EDDINGTON	1.50	525.00
11/11/02	Drafted/revised discovery responses. ASSOCIATE: ROBERT J. EDDINGTON	2.75	962.50
11/11/02	Review correspondence between local counsel and plaintiff's counsel re: confidentiality order and re: same; revise objections and responses to plaintiffs' document demands and interrogatories PARTNER: MICHAEL T. MERVIS	2.00	940.00
11/12/02	Reviewed 3d Circuit cases ASSOCIATE: ROBERT J. EDDINGTON	1.25	437.50
11/12/02	Work on objections and responses to plaintiffs' document requests and interrogatories PARTNER: MICHAEL T. MERVIS	1.50	705.00
11/13/02	Reviewed objections/responses to discovery requests. ASSOCIATE: ROBERT J. EDDINGTON	1.25	437.50
11/13/02	Work on responses to plaintiff's discovery requests and and telephone conferences w/ V. Carissimi. PARTNER: MICHAEL T. MERVIS	4.50	2115.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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December 20, 2002

11/13/02	Document production. LEGAL ASSISTANT: SHARON LEWIS	1.50	240.00
11/14/02	Conf. Vinny C. re discovery responses, finalized same for service ASSOCIATE: ROBERT J. EDDINGTON	3.00	1050.00
11/14/02	Work on discovery responses and telephone conferences and correspondence w/ client representatives; correspondence to plaintiffs' counsel re: discovery issues PARTNER: MICHAEL T. MERVIS	1.25	597.50
11/14/02	Discussion with M. Mervis re: duplication of Demo of "What U See (Is What U Get)" cd. Arrange for duplication re: same. LEGAL ASSISTANT: SHARON LEWIS	.50	80.00
11/15/02	Prepared protective order, verifications, reviewed liner notes produced. ASSOCIATE: ROBERT J. EDDINGTON	3.00	1050.00
11/15/02	Assist M. Mervis re: production of additional documents. LEGAL ASSISTANT: SHARON LEWIS	1.00	160.00
11/20/02	Prepared verification forms for interrogatories. ASSOCIATE: ROBERT J. EDDINGTON	.50	175.00
11/23/02	Revise verification forms and protective order PARTNER: MICHAEL T. MERVIS	.50	235.00
11/25/02	Correspondence w/ plaintiffs' counsel and w/ client representatives PARTNER: MICHAEL T. MERVIS	.50	235.00
11/26/02	Telephone conference w/ G. Lentz re: discovery disputes and correspondence to G. Lentz and to client representatives re: same PARTNER: MICHAEL T. MERVIS	1.50	705.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER: COTTRILL V. SPEARS
PAGE: 5

December 20, 2002

11/27/02 Attention to discovery, including telephone
conference w/ G. Lentz; correspondence w/ G.
Lentz; telephone conference w/
PARTNER: MICHAEL T. MERVIS

1.50 705.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
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December 20, 2002

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MICHAEL T. MERVIS	21.00	470.00	9,870.00
TOTAL FOR PARTNER	21.00		9,870.00
ROBERT J. EDDINGTON	19.50	350.00	6,825.00
TOTAL FOR ASSOCIATE	19.50		6,825.00
SHARON LEWIS	3.00	160.00	480.00
TOTAL FOR LEGAL ASSISTANT	3.00		480.00
MATTER TOTAL:	43.50		\$17,175.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
POSTAGE	12.76
COPYING & PRINTING	107.60
DELIVERY	38.72
FAX	96.00
FOOD	9.35
LEXIS	66.63
TELEPHONE	74.42
LOCAL TRANSPORTATION	103.53
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$ 509.01

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036
ATTENTION: DEIDRE M. MCDONALD

489244
January 16, 2003

ZOMBA ENTERPRISES, INC.
137-139 WEST 25TH STREET
NEW YORK, NY 10001
ATTN: WADE LEAK, ESQ.

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE MONTH ENDED DECEMBER 31, 2002
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,182.50
DISBURSEMENTS AND CHARGES:	\$ 529.98
	<hr/>
TOTAL DUE:	\$6,712.48

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 2

January 16, 2003

DETAIL DESCRIPTION OF SERVICES RENDERED:

DATE	DESCRIPTION		AMOUNT
12/05/02	Correspondence w/ plaintiffs' counsel and re: discovery; review PARTNER: MICHAEL T. MERVIS	1.00	470.00
12/06/02	Review Kahn subpoena; review telephone conferences w/ and re: discovery issues PARTNER: MICHAEL T. MERVIS	1.00	470.00
12/09/02	Conference with M. Mervis regarding review of documents from client ASSOCIATE: ROBERT J. EDDINGTON	.50	175.00
12/09/02	Review comments of plaintiffs' counsel to proposed confidentiality order; draft correspondence to plaintiffs' counsel re: discovery issues PARTNER: MICHAEL T. MERVIS	1.25	587.50
12/10/02	Correspondence w/ plaintiffs' counsel re: discovery issues; revise proposed confidentiality order PARTNER: MICHAEL T. MERVIS	1.75	822.50
12/11/02	Conference with T. Riccigliano regarding expert ASSOCIATE: ROBERT J. EDDINGTON	.50	175.00
12/13/02	Telephone conferences w/ and V. Carissimi PARTNER: MICHAEL T. MERVIS	.25	117.50
12/17/02	Attention to discovery and correspondence w/ re: same PARTNER: MICHAEL T. MERVIS	.50	235.00
12/18/02	Review documents from client ASSOCIATE: ROBERT J. EDDINGTON	5.25	1837.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 3

January 16, 2003

12/18/02	Attention to discovery, including review of plaintiffs' responses to discovery demands and correspondence to client representatives re: same and correspondence to plaintiffs' counsel re: same PARTNER: MICHAEL T. MERVIS	1.75	822.50
12/19/02	Attention to discovery, including correspondence w/ plaintiffs' counsel PARTNER: MICHAEL T. MERVIS	.75	352.50
12/21/02	Correspondence to clients re: PARTNER: MICHAEL T. MERVIS	.25	117.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 4

January 16, 2003

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MICHAEL T. MERVIS	8.50	470.00	3,995.00
TOTAL FOR PARTNER	8.50		3,995.00
ROBERT J. EDDINGTON	6.25	350.00	2,187.50
TOTAL FOR ASSOCIATE	6.25		2,187.50
MATTER TOTAL:	14.75		\$6,182.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
POSTAGE	1.66
COPYING & PRINTING	188.93
DELIVERY	78.99
FAX	65.00
TELEPHONE	195.40
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$ 529.98

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036

494724
February 28, 2003

ATTENTION: DEIDRE M. McDONALD

ZOMBA ENTERPRISES INC.
137-139 WEST 25TH STREET
NEW YORK, NY 10001
ATTENTION: WADE LEAK

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE MONTH ENDED JANUARY 31, 2003
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$33,022.50
LESS ADJUSTMENT	(\$3,200.00)
DISBURSEMENTS AND CHARGES:	\$4,168.68
	<hr/>
TOTAL DUE:	\$33,991.18

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 2

February 28, 2003

DETAIL DESCRIPTION OF SERVICES RENDERED:

DATE	DESCRIPTION		AMOUNT
01/06/03	Reviewed document production, conf. M. Mervis re same. ASSOCIATE: ROBERT J. EDDINGTON	.25	87.50
01/07/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	2.50	400.00
01/08/03	Conf. Jen Paine, and prepared files for transition, sent same to J. Paine. ASSOCIATE: ROBERT J. EDDINGTON	.75	262.50
01/08/03	Office conference with M. Mervis re: case history and discovery issues; review file ASSOCIATE: JENIFER DEWOLF PAINE	1.50	637.50
01/08/03	Confer w/ J. Paine re: tasks, strategy, discovery PARTNER: MICHAEL T. MERVIS	.75	352.50
01/08/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	1.75	280.00
01/09/03	Conf. J. Paine re documents & case, prepared docs for same. ASSOCIATE: ROBERT J. EDDINGTON	.50	175.00
01/09/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	1.25	200.00
01/10/03	Review discovery materials and correspondence re: discovery ASSOCIATE: JENIFER DEWOLF PAINE	2.00	850.00
01/10/03	Telephone conference w/ G. Lentz PARTNER: MICHAEL T. MERVIS	.25	117.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 3

February 28, 2003

01/13/03	Review documents and memo from R. Eddington; telephone conference with M. Mervis ASSOCIATE: JENIFER DEWOLF PAINE	.50	212.50
01/13/03	Review report of plaintiffs' expert; review plaintiffs' amended discovery responses and correspondence to plaintiffs' counsel re: same PARTNER: MICHAEL T. MERVIS	4.25	1997.50
01/13/03	Assignment meeting w/ M. Mervis. ASSOCIATE: ANTHONY T. WLADYKA III	.25	60.00
01/13/03	Produced documents. Case management. LEGAL ASSISTANT: SHARON LEWIS	.50	80.00
01/14/03	Review documents for production and history of discovery negotiations ASSOCIATE: JENIFER DEWOLF PAINE	2.50	1062.50
01/15/03	Review discovery issues and documents; memo to M. Mervis; office conference with M. Mervis re: discovery ASSOCIATE: JENIFER DEWOLF PAINE	3.00	1275.00
01/15/03	Attention to discovery; confer w/ J. Paine re: same PARTNER: MICHAEL T. MERVIS	1.50	705.00
01/15/03	Research regarding in 3d Circuit; conf. M. Mervis. ASSOCIATE: ANTHONY T. WLADYKA III	2.75	660.00
01/15/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	.50	80.00
01/16/03	Work on interrogatory responses ASSOCIATE: JENIFER DEWOLF PAINE	1.00	425.00
01/16/03	Attention to discovery issues and correspondence re: same PARTNER: MICHAEL T. MERVIS	.50	235.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 4

February 28, 2003

01/16/03 Research regarding	in	5.25	1260.00
in 3d Circuit; conf. M. Mervis. ASSOCIATE: ANTHONY T. WLADYKA III			
01/16/03 Request from R. Eddington re: disclosures documents. Case management. LEGAL ASSISTANT: SHARON LEWIS		2.75	440.00
01/17/03 Telephone conference with re: discovery; memo to ; prepare documents; telephone conferences with M. Mervis ASSOCIATE: JENIFER DEWOLF PAINE		2.00	850.00
01/17/03 Telephone conference w/ T. Ricigliano; telephone conference w/ ; attention to issues and correspondence w/ re: same; correspondence to G. Lentz re: expert and discovery issues; review third circuit Cases PARTNER: MICHAEL T. MERVIS		2.25	1057.50
01/17/03 Case management. LEGAL ASSISTANT: SHARON LEWIS		1.50	240.00
01/21/03 Review discovery responses; correspond with opposing counsel re: discovery; prepare documents for production; correspond with. ASSOCIATE: JENIFER DEWOLF PAINE		3.00	1275.00
01/21/03 Work on expert discovery issues, including telephone conference w/ T. Ricigliano; correspondence w/ G. Lentz re: discovery and expert issues PARTNER: MICHAEL T. MERVIS		3.50	1645.00
01/21/03 Document production. LEGAL ASSISTANT: SHARON LEWIS		3.00	480.00
01/21/03 Meeting w/ M. Mervis; reading plaintiff's expert report. ASSOCIATE: JUSTIN PEACOCK		1.75	367.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 5

February 28, 2003

01/22/03	Correspond with production ASSOCIATE: JENIFER DEWOLF PAINE	re: document	.50	212.50
01/22/03	Telephone conference and correspondence w/ G. Lentz; revise letter to production of documents; brief telephone conferences w/ W. Leak and V. Carissimi PARTNER: MICHAEL T. MERVIS	re:	1.75	822.50
01/22/03	Researching ASSOCIATE: JUSTIN PEACOCK		6.00	1260.00
01/23/03	Researching and writing short memo on same. ASSOCIATE: JUSTIN PEACOCK		5.75	1207.50
01/24/03	Produce documents; correspond with opposing counsel re: discovery; correspond with re: production ASSOCIATE: JENIFER DEWOLF PAINE		2.50	1062.50
01/24/03	Attention to discovery issues, including correspondence w/ opposing counsel and local counsel PARTNER: MICHAEL T. MERVIS		1.75	822.50
01/24/03	Redact and produced documents. LEGAL ASSISTANT: SHARON LEWIS		4.00	640.00
01/24/03	Document production. LEGAL ASSISTANT: SHARON LEWIS		3.00	480.00
01/25/03	Researching 3d Cir law on ASSOCIATE: JUSTIN PEACOCK	and on	.50	105.00
01/26/03	Review documents in preparation for Kahn deposition PARTNER: MICHAEL T. MERVIS		.50	235.00

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 6

February 28, 2003

01/26/03 Researching 3d Cir law on	2.50	525.00
ASSOCIATE: JUSTIN PEACOCK		
01/27/03 Office conference with M. Mervis re: deposition and next steps	.50	212.50
ASSOCIATE: JENIFER DEWOLF PAINE		
01/27/03 Billy Kahn deposition and partial travel time to and from Philadelphia	6.50	3055.00
PARTNER: MICHAEL T. MERVIS		
01/27/03 Case management.	1.75	280.00
LEGAL ASSISTANT: SHARON LEWIS		
01/28/03 Correspondence to	2.00	940.00
; correspondence to plaintiffs' counsel re: discovery; telephone conference w/ T. Ricigliano; telephone conference w/ re: PARTNER: MICHAEL T. MERVIS		
01/28/03 Case management.	1.75	280.00
LEGAL ASSISTANT: SHARON LEWIS		
01/28/03 Reviewing new plaintiff's expert material (CDs and color charts).	.25	52.50
ASSOCIATE: JUSTIN PEACOCK		
01/29/03 Prepare for meeting w/ T. Ricigliano	.50	235.00
PARTNER: MICHAEL T. MERVIS		
01/29/03 Case management.	2.00	320.00
LEGAL ASSISTANT: SHARON LEWIS		
01/30/03 Meeting w/ T. Ricigliano; telephone conference w/	2.75	1292.50
PARTNER: MICHAEL T. MERVIS		
01/30/03 Case management.	.75	120.00
LEGAL ASSISTANT: SHARON LEWIS		
01/30/03 Meeting w/ M. Mervis and our music expert to discuss his report and litigation strategy.	1.50	315.00
ASSOCIATE: JUSTIN PEACOCK		

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER: COTTRILL V. SPEARS
PAGE: 7

February 28, 2003

01/31/03	Review discovery responses; memo to M. Mervis; follow up on discovery responses; telephone conference with re: discovery responses ASSOCIATE: JENIFER DEWOLF PAINE	1.00	425.00
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01/31/03	Telephone conference w/ G. Lentz re: discovery and expert issues and correspondence to G. Lentz re: same; telephone conference w/ V. Carissimi; review	.75	352.50
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PARTNER: MICHAEL T. MERVIS

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 7

February 28, 2003

01/31/03	Review discovery responses; memo to M. Mervis; follow up on discovery responses; telephone conference with re: discovery responses ASSOCIATE: JENIFER DEWOLF PAINE	1.00	425.00
01/31/03	Telephone conference w/ G. Lentz re: discovery and expert issues and correspondence to G. Lentz re: same; telephone conference w/ V. Carissimi; review copyright office correspondence and correspondence w/ M. Friedman re: same PARTNER: MICHAEL T. MERVIS	.75	352.50

CLIENT: CAREERS-SMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 8

February 28, 2003

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MICHAEL T. MERVIS	29.50	470.00	13,865.00
TOTAL FOR PARTNER	29.50		13,865.00
ROBERT J. EDDINGTON	1.50	350.00	525.00
JENIFER DEWOLF PAINE	20.00	425.00	8,500.00
JUSTIN PEACOCK	18.25	210.00	3,832.50
ANTHONY T. WLADYKA III	8.25	240.00	1,980.00
TOTAL FOR ASSOCIATE	48.00		14,837.50
SHARON LEWIS	27.00	160.00	4,320.00
TOTAL FOR LEGAL ASSISTANT	27.00		4,320.00
MATTER TOTAL:	104.50		\$33,022.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
COPYING & PRINTING	1695.60
DELIVERY	167.33
FAX	65.00
LEXIS & COST	1931.43
OUT OF TOWN TRAVEL	261.00
TELEPHONE	25.82
LOCAL TRANSPORTATION	22.50
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$4,168.68

CAREERS-BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036
ATTENTION: DEIDRE M. MCDONALD

499414
March 27, 2003

ZOMBA ENTERPRISES, INC.
137-139 West 25th Street
New York, NY 10001
AATTENTION: WADE LEAK, ESQ.

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1340454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
FILE #: 19285.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND
CHARGES INCURRED FOR THE MONTH ENDED FEBRUARY 28, 2003
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$17,918.75
DISBURSEMENTS AND CHARGES:	\$1,025.61
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TOTAL DUE:	\$18,944.36

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 2

March 27, 2003

DETAIL DESCRIPTION OF SERVICES RENDERED:

DATE	DESCRIPTION		AMOUNT
02/03/03	Telephone conference & correspondence to T. Ricigliano; review correspondence from and J. Paine PARTNER: MICHAEL T. MERVIS	.25	117.50
02/04/03	Supplemental responses to interrogatories ASSOCIATE: JENIFER DEWOLF PAINE	.50	212.50
02/05/03	Prepare supplemental responses to interrogatories; review files, documents, and communications from client ASSOCIATE: JENIFER DEWOLF PAINE	2.00	850.00
02/10/03	Correspondence w/ review draft supplemental interrogatory answers PARTNER: MICHAEL T. MERVIS	.50	235.00
02/11/03	Telephone conferences w/ PARTNER: MICHAEL T. MERVIS	.50	235.00
02/11/03	Speaking with expert and reading draft of expert's report. ASSOCIATE: JUSTIN PEACOCK	.75	157.50
02/12/03	Prepare for depositions of plaintiffs PARTNER: MICHAEL T. MERVIS	1.00	470.00
02/13/03	Telephone conference with Michael Mervis re: issues; review files re: factual issues ASSOCIATE: JENIFER DEWOLF PAINE	1.00	425.00
02/13/03	Prepare for and take depositions of plaintiffs; partial travel time to and from Philadelphia; review T. Ricigliano expert report and telephone conference w/ T. Ricigliano re: same PARTNER: MICHAEL T. MERVIS	8.25	3877.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 3

March 27, 2003

02/13/03	Conference call w/ M. Marvis and expert: reviewing expert report. ASSOCIATE: JUSTIN PEACOCK	1.25	262.50
02/14/03	Organize facts re: ; outline information needed for ASSOCIATE: JENIFER DEWOLF PAINE	1.00	425.00
02/17/03	Review revised T. Ricigliano report and telephone conference w/ T. Ricigliano re: same PARTNER: MICHAEL T. MERVIS	1.25	587.50
02/18/03	Prepare ASSOCIATE: JENIFER DEWOLF PAINE	2.00	850.00
02/18/03	Telephone conference w/ T. Ricigliano re: expert report; correspondence w/ G. Lentz re: discovery and scheduling issues PARTNER: MICHAEL T. MERVIS	1.00	470.00
02/18/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	.25	40.00
02/18/03	Reviewing and editing expert report, reviewing cases for discussions of ASSOCIATE: JUSTIN PEACOCK	.75	157.50
02/19/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	.25	40.00
02/19/03	Reviewing expert report. ASSOCIATE: JUSTIN PEACOCK	.25	52.50
02/20/03	Telephone conference with and ; prepare outline motion for summary judgment re: ASSOCIATE: JENIFER DEWOLF PAINE	3.00	1275.00
02/21/03	Telephone conference with M. Marvis re: motion ASSOCIATE: JENIFER DEWOLF PAINE	.25	106.25

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
 MATTER: COTTRILL V. SPEARS
 PAGE: 4

March 27, 2003

02/23/03	Review and confer w/ J. Paine re: same; review proposed stipulation and cover letter extending pretrial schedule PARTNER: MICHAEL T. MERVIS	.75	352.50
02/24/03	Work on portion of brief ASSOCIATE: JENIFER DEWOLF PAINE	3.00	1275.00
02/24/03	Attention to preparation of summary judgment motion re: correspondence w/ local counsel re: extension of scheduling order dates PARTNER: MICHAEL T. MERVIS	.50	235.00
02/25/03	Telephone conferences with M. Mervis re: case status; work on issues ASSOCIATE: JENIFER DEWOLF PAINE	1.50	637.50
02/25/03	Telephone conference w/ Judge Schiller and correspondence to re: same PARTNER: MICHAEL T. MERVIS	.75	352.50
02/25/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	.30	80.00
02/26/03	Review transcript of deposition; work on issues ASSOCIATE: JENIFER DEWOLF PAINE	2.30	1062.50
02/26/03	Case management. LEGAL ASSISTANT: SHARON LEWIS	.25	40.00
02/27/03	Review deposition transcript of M. Cottrill; correspond with client re: ASSOCIATE: JENIFER DEWOLF PAINE	2.00	850.00
02/27/03	Telephone conference from PARTNER: MICHAEL T. MERVIS	.50	235.00
02/28/03	Revise declarations; draft declaration and declaration; review deposition transcripts; telephone conference with ASSOCIATE: JENIFER DEWOLF PAINE	4.50	1912.50

CLIENT: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER: COTTRILL V. SPEARS
PAGE: 5

March 27, 2003

02/28/03 Case management.

LEGAL ASSISTANT: SHARON LEWIS

.25 40.00

BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036
ATTENTION: DEIDRE M. MCDONALD ESQ.
WADE LEAK ESQ.

505792
May 7, 2003

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer Identification No. 13-1840454

CLIENT NAME: CAREERS-BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
OUR REFERENCE #: 19285.0001

FOR LEGAL SERVICES RENDERED
for the period ending March 31, 2003 as set forth
in the attached printout.

Fees:

\$15,686.25

Out-of-pocket disbursements and other miscellaneous
charges posted through March 31, 2003

601.72

TOTAL THIS BILL

\$16,287.97

FOR YOUR CONVENIENCE YOU MAY WIRE PAYMENT TO:
CITIBANK, N.A., 111 WALL STREET, NEW YORK NY 10005
ACCOUNT NO. 02838341
ABA NO. 021-000089

PROSKAUER ROSE LLP
 CAREERS-BMG MUSIC PUBLISHING, INC.
 COTTRILL V. SPEARS

May 7, 2003
 Page 2

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>
03/03/2003	PAINE, JENIFER DEWOLF	Follow up re: issues; telephone conference with expert; review transcript	2.00
03/04/2003	PAINE, JENIFER DEWOLF	Telephone conference with . and re: telephone conference with re: and issues; revise declarations	1.00
03/05/2003	PAINE, JENIFER DEWOLF	Follow up on issues	.50
03/06/2003	PAINE, JENIFER DEWOLF	Review materials from client; revise declaration; work on issues	1.50
03/07/2003	PAINE, JENIFER DEWOLF	Review information re: and ; revise declarations; correspond with and re: plaintiff's song	1.50
03/07/2003	PEACOCK, JUSTIN	Speaking with expert and drafting letter to opposing counsel.	.50
03/12/2003	PAINE, JENIFER DEWOLF	Correspond with re: confidential designations	.25
03/17/2003	PAINE, JENIFER DEWOLF	Telephone conference with re: interrogatories; telephone conference with M. Mervis	1.00
03/19/2003	PAINE, JENIFER DEWOLF	Follow up on issues; telephone conference with ; prepare responses to supplemental discovery requests	1.00
03/20/2003	PAINE, JENIFER DEWOLF	Prepare responses to interrogatories and document requests; review documents; prepare documents for production; telephone conference with	2.00
03/21/2003	PAINE, JENIFER DEWOLF	Finalize responses to interrogatories and document requests; serve; work on brief	2.00
03/24/2003	PAINE, JENIFER DEWOLF	Prepare responses to interrogatories directed to W. Leak; follow up with re: declaration	1.00
03/25/2003	PAINE, JENIFER DEWOLF	Telephone conference with re: Declaration; revise Declaration and Declaration; correspond with ; follow up with ; prepare supplemental responses to interrogatories	2.50
03/25/2003	MERVIS, MICHAEL T.	Attention to discovery and summary judgment motion; telephone conference and correspondence w/ G. Lentz	1.25
03/26/2003	PAINE, JENIFER DEWOLF	Finalize supplemental responses to interrogatories; prepare responses to last set;	1.00

PROSKAUER ROSE LLP
 CAREERS-BMG MUSIC PUBLISHING, INC.
 COTTRILL V. SPEARS

May 7, 2003
 Page 3

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>
		review ; revise declaration of	
03/27/2003	MERVIS, MICHAEL T.	Telephone conference w/ ; correspondence w/ G. Lentz	.25
03/28/2003	PAINE, JENIFER DEWOLF	Work on summary judgment motion on	3.50
03/28/2003	MERVIS, MICHAEL T.	Correspondence w/ Lentz; telephone conference w/ T. Ricigliano; telephone conference w/ , review declaration	1.00
03/28/2003	PEACOCK, JUSTIN	Researching issue	1.75
03/29/2003	PEACOCK, JUSTIN	Researching	5.00
03/30/2003	PEACOCK, JUSTIN	Researching and drafting memo.	5.00
03/31/2003	PAINE, JENIFER DEWOLF	Brief in support of motion for summary judgment	5.00
03/31/2003	MERVIS, MICHAEL T.	Attention to summary judgment motion and preparation for expert depositions	1.00
03/31/2003	PEACOCK, JUSTIN	Researching	2.50

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MICHAEL T. MERVIS	3.50	470.00	1,645.00
TOTAL FOR PARTNER	3.50		1,645.00
JENIFER DEWOLF PAINE	25.75	425.00	10,943.75
JUSTIN PEACOCK	14.75	210.00	3,097.50
TOTAL FOR ASSOCIATE	40.50		14,041.25
MATTER TOTAL	44.00		15,686.25

PROSKAUER ROSE LLP
CAREERS-BMG MUSIC PUBLISHING, INC.
COTTRILL V. SPEARS

May 7, 2003
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DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	31.80
FAX @ COST	6.00
LEXIS @ COST	258.00
WESTLAW	36.69
TRANSLATION SERVICE	195.00
TAXICAB/CAR SVC.	24.48
LONG DISTANCE TELEPHONE	5.69
POSTAGE	24.66
DELIVERY CHARGES	19.40
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$ 601.72

BMG MUSIC PUBLISHING, INC.
1540 BROADWAY
NEW YORK, NY 10036
ATTENTION: DEIDRE M. MCDONALD ESQ
WADE LEAK ESQ

507707
May 27, 2003

PROSKAUER ROSE LLP

1585 Broadway
New York, NY 10036-8299

Employer identification No. 13-1840454

CLIENT NAME: BMG MUSIC PUBLISHING, INC.
MATTER NAME: COTTRILL V. SPEARS
OUR REFERENCE #: 19285.0001

FOR LEGAL SERVICES RENDERED
for the period ending April 30, 2003 as set forth
in the attached printout.

Fees: \$62,282.50

Out-of-pocket disbursements and other miscellaneous
charges posted through April 30, 2003 6,323.30

TOTAL THIS BILL \$69,605.42

FOR YOUR CONVENIENCE YOU MAY WIRE PAYMENT TO:
CITIBANK, N.A., 111 WALL STREET, NEW YORK NY 10005
ACCOUNT NO. 02838341
ABA NO. 021-000089

PROSKAUER ROSE LLP

May 27, 2003

COTTRILL V. SPEARS

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DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>
04/01/2003	MERVIS, MICHAEL T.	Work on summary judgment motion; prepare for Bevil deposition	1.75
04/01/2003	PEACOCK, JUSTIN	Researching and drafting memo	1.25
04/02/2003	PAINE, JENIFER DEWOLF	Revise declaration; revise motion for summary judgment; telephone conference with and ; revise declarations	5.00
04/02/2003	MERVIS, MICHAEL T.	Work on summary judgment motion; prepare for Bevil depo; correspondence w/	3.50
04/02/2003	PEACOCK, JUSTIN	Reviewing expert reports and case law in preparation for deposition.	4.50
04/03/2003	PAINE, JENIFER DEWOLF	Work on summary judgment motion; review testimony;	4.50
04/03/2003	MERVIS, MICHAEL T.	Attention to discovery issues and disputes, including telephone conference w/ Court	1.25
04/03/2003	PEACOCK, JUSTIN	Reviewing expert reports and case law in preparation for deposition, writing and on same.	4.75
04/05/2003	MERVIS, MICHAEL T.	Work on summary judgment motion; preparation for Bevil deposition	6.00
04/07/2003	MERVIS, MICHAEL T.	Prepare for and take Bevil depo; partial travel time to Philly; work on summary judgment motion	8.00
04/08/2003	MERVIS, MICHAEL T.	Work on summary judgment motion; review transcript of Bevil depo; partial travel time from Philadelphia to NYC	5.00
04/08/2003	PEACOCK, JUSTIN	Researching, outlining, and drafting portion of summary judgment motion	8.50
04/09/2003	PAINE, JENIFER DEWOLF	Work on motion for summary judgment; prepare declaration; work on declarations	2.00
04/09/2003	MERVIS, MICHAEL T.	Work on summary judgment motion	2.50
04/09/2003	PEACOCK, JUSTIN	Drafting and revising portion of summary judgment brief.	10.50
04/10/2003	PAINE, JENIFER DEWOLF	Summary judgment motion	3.00
04/10/2003	MERVIS, MICHAEL T.	Work on summary judgment motion	6.50
04/10/2003	PEACOCK, JUSTIN	Revising/restructuring draft of summary	8.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>
		judgment motion.	
04/11/2003	GOSHIN, BONNIE ASKENASE	Disc w/JP re cite checking brief; run checkcite report for sj brief	1.00
04/11/2003	PAINE, JENIFER DEWOLF	Motion to dismiss and declarations	5.00
04/11/2003	MERVIS, MICHAEL T.	Work on summary judgment papers	3.00
04/11/2003	PEACOCK, JUSTIN	Work on summary judgment motion	6.50
04/12/2003	PAINE, JENIFER DEWOLF	Review and revise brief; telephone conferences with M. Mervis and J. Peacock	1.50
04/12/2003	MERVIS, MICHAEL T.	Work on summary judgment motion papers	5.00
04/12/2003	PEACOCK, JUSTIN	Work on summary judgment motion.	2.75
04/13/2003	GOSHIN, BONNIE ASKENASE	Rvw checkcite report; ac, shep; cite check, quotecheck s.j. brief; prep table of authorities	5.00
04/13/2003	GOSHIN, BONNIE ASKENASE	Cont cite check, quotecheck s.j. brief; prep table of authorities	1.50
04/13/2003	PAINE, JENIFER DEWOLF	Summary judgment brief	1.00
04/13/2003	MERVIS, MICHAEL T.	Work on summary judgment motion papers	6.25
04/13/2003	PEACOCK, JUSTIN	Revising brief - researching and adding additional law, adding additional citations to Bevil's deposition.	4.25
04/14/2003	GOSHIN, BONNIE ASKENASE	Incorporate edits from cite check, quote check into s.j. brief; revise table of authorities.	2.50
04/14/2003	GOSHIN, BONNIE ASKENASE	Cite check, quotecheck s.j. brief; prep table of authorities	1.50
04/14/2003	PAINE, JENIFER DEWOLF	Summary judgment motion	3.50
04/14/2003	MERVIS, MICHAEL T.	Work on summary judgment motion; prepare for Ricigliano deposition, including telephone conference w/ T. Ricigliano	3.00
04/14/2003	PEACOCK, JUSTIN	Work on summary judgment motion	1.75
04/15/2003	PAINE, JENIFER DEWOLF	Follow up on motion and declaration	1.00
04/15/2003	MERVIS, MICHAEL T.	Defend Ricigliano deposition; conference w/ T. Ricigliano re: rebuttal expert report; correspondence w/ plaintiffs' counsel	3.75
04/16/2003	PAINE, JENIFER DEWOLF	Review faxes from opposing counsel; collect materials re:	.50
04/16/2003	MERVIS, MICHAEL T.	Prepare for deposition prep call w/ review correspondence from opposing counsel	1.00
04/16/2003	PEACOCK, JUSTIN	Drafting interrogatories relating to plaintiffs' experts computer-generated graphs.	2.50

PROSKAUER ROSE LLP

May 27, 2003

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>
04/17/2003	PAINE, JENIFER DEWOLF	Office conference with M. Mervis re: discovery issues raised by plaintiff; review documents; prepare response to plaintiffs	3.00
04/17/2003	MERVIS, MICHAEL T.	Telephone conference w/ in preparation for deposition; attention to discovery issues	2.00
04/18/2003	GOSHIN, BONNIE ASKENASE	Prep sets of sj papers filed in Pa per JP	1.00
04/18/2003	PAINE, JENIFER DEWOLF	Assist M. Mervis re: discovery issues with opposing counsel; legal research re:	2.00
04/18/2003	MERVIS, MICHAEL T.	Attention to discovery disputes; correspondence w/ plaintiffs' counsel re: same; telephone conference work on Reply Ricigliano report	2.75
04/20/2003	MERVIS, MICHAEL T.	Work on Ricigliano report and telephone conference w/ Ricigliano re: same	1.50
04/21/2003	PAINE, JENIFER DEWOLF	Office conferences with M. Mervis re: discovery; telephone conference with re: same; correspond with re: document, correspond with local counsel re: declarations	1.00
04/21/2003	MERVIS, MICHAEL T.	Attention to discovery, including preparation for and participation in call w/ Court; communications w/ client representatives	1.50
04/22/2003	MERVIS, MICHAEL T.	Songwriter depositions; preparation for same; partial travel time to and from Philadelphia re: same; communications w/ opposing counsel and	7.00
04/25/2003	PAINE, JENIFER DEWOLF	Correspond with local counsel re: declarations; telephone conference with M. Mervis re: oral argument	.50
04/29/2003	PAINE, JENIFER DEWOLF	Review and summarize depositions of songwriters	1.75
04/30/2003	PAINE, JENIFER DEWOLF	Telephone conference with re: discovery	.25

PROSKAUER ROSE LLP

May 27, 2003

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TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MICHAEL T. MERVIS	71.25	470.00	33,487.50
TOTAL FOR PARTNER	71.25		33,487.50
JENIFER DEWOLF PAINE	35.50	425.00	15,087.50
JUSTIN PEACOCK	55.75	210.00	11,707.50
TOTAL FOR ASSOCIATE	91.25		26,795.00
BONNIE ASKENASE GOSHIN	12.50	160.00	2,000.00
TOTAL FOR LEGAL ASSISTANT	12.50		2,000.00
MATTER TOTAL	175.00		62,282.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	2094.20
FAX	86.00
LEXIS @ COST	2095.12
WESTLAW @ COST	798.71
TAXICAB/CAR SVC.	121.38
LOCAL TRAVEL	147.70
LONG DISTANCE TELEPHONE	89.02
POSTAGE	1.52
LOCAL DELIVERY	24.72
DELIVERY CHARGES	253.61
OUT-OF-TOWN-TRAVEL-ATTY	489.50
MEALS	121.82

TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$6,323.30
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